

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 4, 2005

RECORDATION NO. 24685-B FILED
JAN 03 '05 3-16PM
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement, dated as of November 1, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease Agreement being filed with the Board under Recordation Number 24685-A.

The names and addresses of the parties to the enclosed document are:

Lessor: Fleet Capital Corporation
One Financial Plaza
Providence, Rhode Island 02903

Lessee: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Mr. Vernon A. Williams
January 4, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

15 boxcars: GNWR 98000 - GNWR 98011 and GNWR 98019 - GNWR 98021.

A short summary of the document to appear in the index is:

Memorandum of Master Equipment Lease Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 24685-B FILED

JAN 03 '05 3-16PM

SURFACE TRANSPORTATION BOARD



Fleet Capital Corporation

One Financial Plaza
Providence, Rhode Island 02903-2305

FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD

On: _____

At: _____

And given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of November 1, 2004 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and The Andersons, Inc., an Ohio corporation ("Lessee"), as such agreement relates to Lease Schedule No. 33199-00020 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, 15 Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: November 1, 2004

Lessor:
FLEET CAPITAL CORPORATION

By: _____

Name: _____

Title: _____

Lessee:
THE ANDERSONS, INC.

By: Gary Smith

Name: Gary Smith

Title: Vice President, Finance and Treasurer

**Fleet Capital Corporation**

One Financial Plaza
Providence, Rhode Island 02903-2305

FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD

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WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, 15 Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: November 1, 2004

Lessor:
FLEET CAPITAL CORPORATION

By: Patricia Smith-Digu
Name: Patricia Smith-Digu
Title: Vice President

Lessee:
THE ANDERSONS, INC.

By: _____
Name: _____
Title: _____

STATE OF: Ohio

SS.

COUNTY OF: Lucas

On December 30, 2004 before me, Cathy L. Redford
(Notary Name and Title)

personally appeared Gary Smith, Vice President, Finance personally known to me (or
~~and treasurer~~
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Cathy L. Redford





SCHEDULE A EQUIPMENT

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement

with: **THE ANDERSONS, INC.**

60' 100 ton Used Boxcar
60' 100 ton Used Boxcar
60' 100 ton Used Boxcar
60' 100 ton Used Boxcar
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60' 100 ton Used Boxcar
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60' 100 ton Used Boxcar
60' 100 ton Used Boxcar
60' 100 ton Used Boxcar

GNWR 98000
GNWR 98001
GNWR 98002
GNWR 98003
GNWR 98004
GNWR 98005
GNWR 98006
GNWR 98007
GNWR 98008
GNWR 98009
GNWR 98010
GNWR 98011
GNWR 98019
GNWR 98020
GNWR 98021

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION

THE ANDERSONS, INC.

By: Patricia Smith-Disu

By: _____

Name: Patricia Smith-Disu
Vice President

Name: _____

Title: _____

Title: _____

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/4/05



Robert W. Alvord

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Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

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Enclosures

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SURFACE TRANSPORTATION BOARD



Fleet Capital Corporation

One Financial Plaza
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On: _____

At: _____

And given Recordation No.: _____

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WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, 15 Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: November 1, 2004

Lessor:
FLEET CAPITAL CORPORATION

By: _____

Name: _____

Title: _____

Lessee:
THE ANDERSONS, INC.

By: Gary Smith

Name: Gary Smith

Title: Vice President, Finance and Treasurer

**Fleet Capital Corporation**

One Financial Plaza
Providence, Rhode Island 02903-2305

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On: _____

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WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, 15 Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: November 1, 2004

Lessor:
FLEET CAPITAL CORPORATION

By: Patricia Smith-DiguName: Patricia Smith-DiguTitle: Vice President

Lessee:
THE ANDERSONS, INC.

By: _____

Name: _____

Title: _____

STATE OF: Ohio

COUNTY OF: Lucas

SS.

On December 30, 2004 before me, Cathy L. Redford
(Notary Name and Title)

personally appeared Gary Smith, Vice President, Finance personally known to me (or
~~and treasurer~~
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Cathy L. Redford



STATE OF: Rhode IslandCOUNTY OF: Providence

SS.

On 12/30/04 before me, Denise C Simpson
(Notary Name and Title)

personally appeared Patticia Smith-Discu personally known to me (or
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Denise C Simpson
12/30/04 3/25/04
(Notary Seal)



SCHEDULE A EQUIPMENT

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement

with: **THE ANDERSONS, INC.**

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60' 100 ton Used Boxcar
60' 100 ton Used Boxcar

GNWR 98000
GNWR 98001
GNWR 98002
GNWR 98003 (0)
GNWR 98004
GNWR 98005
GNWR 98006
GNWR 98007
GNWR 98008
GNWR 98009
GNWR 98010
GNWR 98011
GNWR 98019
GNWR 98020
GNWR 98021

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION

THE ANDERSONS, INC.

By: Patricia Smith-Disu

By: _____

Name: Patricia Smith-Disu
Vice President

Name: _____

Title: _____

Title: _____

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/4/05



Robert W. Alvord